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TO: DIVISION OF CORPORATIONS

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DEPARTMENT OF STATE

STATE OF FLORIDA

409 EAST GAINES STREET

TALLAHASSEE, FL 32399

FAX: (904) 922-4000

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FROM: EMPIRE CORPORATE KIT COMPANY

1492 W FLAGLER ST

SUITE 200

MIAMI FL 33135-

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CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX: (305) 541-3770

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: ROCHGATE HOLDINGS, INC.

FAX AUDIT NUMBER: H96000004352

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96 MAR 26 AM 8:42
TALLAHASSEE, FLORIDA

1 MAR 26 1996

96 MAR 26 PM 3:58

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Prepared By:
Sanford H. Reinhard
FI BAR # 112669
2875 NE 191 St. #404
N. Miami Beach, FL 33180
305-932-7555

ARTICLES OF INCORPORATION
of
ROCHGATE HOLDINGS, INC.

FILED
MAR 26 AM 8:42
CLERK OF THE CIRCUIT COURT
IN AND FOR THE COUNTY OF
DADE, FLORIDA

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ARTICLE I
CORPORATE NAME

The name of the corporation is ROCHGATE HOLDINGS, INC., whose principal office and mailing address is: c/o Sanford N. Reinhard, P.A., 2875 N.E. 191st Street, Suite 404, North Miami Beach, Florida 33180.

ARTICLE II
NATURE OF CORPORATE BUSINESS

The corporation may engage in or transact any or all activity or business permitted under the laws of the United States or the State of Florida.

ARTICLE III
CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of One Hundred (100) shares of one class of common stock having a par value of TEN DOLLARS (\$10.00) and No/100 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

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ARTICLE IV

PREFEMPTIVE RIGHTS

There shall be no preemptive rights accruing to shareholders.

ARTICLE V

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's Initial Registered Agent and Registered Office in the State of Florida are:

REGISTERED AGENT: Sanford N. Reinhard

REGISTERED OFFICE: 2875 N.E. 191st Street, Suite 404
North Miami Beach, Florida 33180

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Corporation at the initial registered office designated herein, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.


Sanford N. Reinhard, Registered Agent

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The number of Directors constituting the Initial Board of Directors of the Corporation is one.

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ARTICLE VII

The name and addresses of the members of the Initial Board of Directors are:

SANFORD N. REINHARD
2875 N.E. 191ST STREET, SUITE 404
NORTH MIAMI BEACH, FLORIDA 33180

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator executing these Articles of Incorporation
is:

INCORPORATOR: SANFORD N. REINHARD
ADDRESS: 2875 N.E. 191ST STREET

NORTH MIAMI BEACH, FLORIDA 33180

By: 
Sanford N. Reinhard, Incorporator

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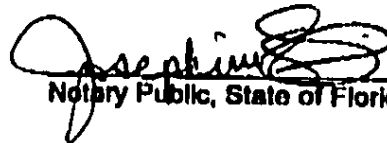
STATE OF FLORIDA

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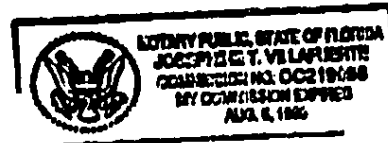
COUNTY OF DADE

BEFORE ME, the undersigned authority, authorized to administer oaths and take acknowledgments, personally appeared Sanford N. Reinhard, to me well known or provided _____ as identification, and known to be the person described in and who executed the foregoing Articles of Incorporation and she/he acknowledged before me that he signed same for the purposes therein expressed.

WITNESS my hand and official seal at Dade County, Florida, this 20th day of March, 1998.


Notary Public, State of Florida at Large

My Commission Expires:



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